

FORM OF PROXY FOR COURT MEETING

In the High Court of Justice

No. CR 2020-004087

Business and Property Courts of England and Wales

Companies List (ChD)

In the matter of GoCo Group plc and in the matter of the Companies Act 2006


**GoCo Group plc
Court Meeting
Form of Proxy**

Court Meeting of GoCo Group plc ("GoCo Group" or the "Company") to be convened at 11.00 a.m. on 14 January 2021. **Please read the Notes on the reverse before completing this Form of Proxy in black ink.**

At the time of publication of this document, the UK Government has prohibited large public gatherings save in certain limited circumstances. In light of these measures, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of GoCo Group's shareholders and directors, Scheme Shareholders and other attendees will not be permitted to attend the GoCo Group Court Meeting in person, save for such persons nominated by the Chairman in order to establish a quorum. Scheme Shareholders' right to attend the meeting shall be limited to participation through the Virtual Meeting Platform described further in Note 3.

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

I/We hereby appoint the Chairman of the Court Meeting; or

NB: Leave 'name of proxy' box blank to appoint the Chairman as your proxy. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to attend, submit written questions and vote on my/our behalf at the Court Meeting of GoCo Group plc, to be held at 11.00 a.m. on 14 January 2021 and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (see Notes 4 and 7).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 7).

If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Notes 6, 13 and 15).

FOR the said Scheme SIGNATURE	Date
AGAINST the said Scheme SIGNATURE	Date

Please post this Form of Proxy to Equiniti, so as to be received by Equiniti no later than 11.00 a.m. on 12 January 2021 (see Note 6). Alternatively, you can submit your proxy electronically using the numbers above (see Note 11) or through CREST using the CREST electronic proxy appointment service (see Notes 8, 9 and 10).

Notes to Form of Proxy

1. Terms defined in the GoCo Group plc scheme circular dated 14 December 2020 (the “**Scheme Document**”) shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting, together with explanatory notes, are set out in the Notice of Court Meeting contained in Part X of the Scheme Document. Before completing this Form of Proxy, please also read the sections entitled “Action to be Taken” set out on pages 10 to 13 of the Scheme Document. You can access the Scheme Document at www.gocogroup.com.
 2. The Court has appointed Sir Peter Wood or, failing him, Matthew Crummack or, failing him, Angela Seymour-Jackson or, failing her, any other GoCo Group Director to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court. **Scheme Shareholders are reminded that, in light of the COVID-19 Restrictions, Scheme Shareholders and other attendees will not be permitted to attend the Court Meeting in person, save for the Chairman and anyone else nominated by the Chairman in order to establish a quorum. Scheme Shareholders will be given the opportunity to attend, submit written questions and/or any objections and vote at the Court Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (“Lumi”) (the “Virtual Meeting Platform”), further details of which are set out in Note 3 below and on pages 2 and 3 of the Scheme Document.**
 3. You can access the Court Meeting remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com> from your web browser. You will be asked to enter the Lumi Meeting ID which is 193-761-811. You will then be prompted to enter your unique Shareholder Reference Number (“SRN”) and PIN. These can be found printed above on the first page of this Form of Proxy. Access to the Court Meeting via the website will be available from 10.45 a.m. on 14 January 2021. Please note however that your ability to vote will not be enabled until the Chairman formally opens the Court Meeting at 11.00 a.m. If you are unable to access your SRN and PIN (which is the first two and last two digits of your SRN), please call Equiniti between 9.00 a.m. and 5.00 p.m. Monday to Friday (except UK public holidays) via their helpline on 0333 207 6505 from the UK and +44 333 207 6505 from overseas. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Combination or the Scheme or give any financial, legal or tax advice.
 4. Every Scheme Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit written questions and, on a poll, to vote (in each case, remotely, via the Virtual Meeting Platform) on their behalf at the Court Meeting. Scheme Shareholders are strongly encouraged to submit proxy appointments and instructions for the GoCo Group Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST) set out below. Scheme Shareholders are also strongly encouraged to appoint “the Chairman of the Court Meeting” as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the GoCo Group Court Meeting in person, but will be able to attend, submit written questions and/or objections and vote at the GoCo Group Court Meeting remotely via the Virtual Meeting Platform as described above. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the GoCo Group Court Meeting.
 5. Entitlement to attend (remotely, via the Virtual Meeting Platform) and vote (remotely, via the Virtual Meeting Platform, or by proxy) at the GoCo Group Court Meeting or any adjournment thereof and the number of votes which may be cast at the GoCo Group Court Meeting will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 12 January 2021 or, if the GoCo Group Court Meeting is adjourned, 6.30 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend (remotely, via the Virtual Meeting Platform) and vote (remotely, via the Virtual Meeting Platform, or by proxy) at the GoCo Group Court Meeting.
 6. It is requested that this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to the Company’s Registrar, Equiniti, by post to Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, so as to be received as soon as possible and in any event not later than 11.00 a.m. on 12 January 2021 (or, in the case of an adjournment of the GoCo Group Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting). However, if not so lodged, this Form of Proxy may be emailed to ProxyVotes@equiniti.com any time up until the commencement of the GoCo Group Court Meeting.
- provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
8. Scheme Shareholders who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com).
 9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Equiniti (ID: RA19) not later than 11.00 a.m. (London time) on 12 January 2021 or, in the case of an adjournment of the GoCo Group Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. If the CREST proxy appointment or instruction is not received by this time, this Form of Proxy may be emailed to ProxyVotes@equiniti.com any time up until the commencement of the GoCo Group Court Meeting or any adjournment thereof.
 10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. For further information on the logistics of submitting messages in CREST, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
 11. As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.sharevote.co.uk and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the GoCo Group Court Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
 12. The above is how your address appears on the Register of Members. If this information is incorrect please contact the Registrar using the details set out in Note 18 below to request a change of address form or go to www.shareview.co.uk to use the Equiniti online portfolio service.
 13. Any alterations made to this Form of Proxy should be initialled.
 14. The completion and return of this form (or transmission of a proxy appointment or voting instruction electronically, by email, through CREST or by any other procedure described in the Scheme Document) will not prevent you from remotely attending, submitting written questions and/or any objections and voting at the GoCo Group Court Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.
 15. In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether remotely or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 16. As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
 17. You may not use any electronic address provided either in the notice of GoCo Group Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
 18. If you have any questions about the Scheme Document or the GoCo Group Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Equiniti between 9.00 a.m. and 5.00 p.m. Monday to Friday (except UK public holidays) via their helpline on 0333 207 6505 from the UK and +44 333 207 6505 from overseas. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Combination or the Scheme or give any financial, legal or tax advice.

All Named Holders

7. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Note 18 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder’s name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box